

25874-B
RECORDATION NO. FILED

SEP 30 '05

5-37 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

September 30, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Memorandum of Assignment of Lease Agreement, dated as of September 30, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Assumption Agreement being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Assignee: ORIX Financial Services, Inc.
600 Town Park Lane - 3rd Floor
Kennesaw, Georgia 30144

Mr. Vernon A. Williams
September 30, 2005
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A description of the railroad equipment covered by the enclosed document is:

98 railcars within the series MDW 7100 – MDW 7204 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

SEP 30 '05

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MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into effective September 30, 2005, by and between The Andersons, Inc. ("Assignor") and ORIX Financial Services, Inc. ("Assignee").

WHEREAS, GE Railcar Services Corporation, as Lessor ("GE"), and Minnesota, Dakota & Western Railway Company as Lessee (MD&W) entered into Schedule No. 13 to Per Diem Lease Agreement 5804-92-1 dated January 1, 1997 between GE and MD&W as Lessee, Extension No. 1 to Schedule No. 13 dated May 2, 2002 by and between GE and MD&W, Extension No. 2 to Schedule No. 13 dated May 18, 2005 by and between GE and MD&W; pertaining to the rail cars described therein ("Equipment"). Said Lease was assigned to The Andersons, Inc. as of June 27, 2005. Evidence of the Lease and the assignment has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number _____.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

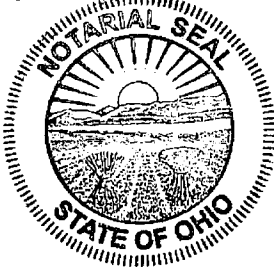
ASSIGNOR: The Andersons, Inc.

By: *Richard R. George*
Richard R. George
Vice President
Corporate Controller/CIO

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Richard R. George of The Andersons, Inc., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this 30th day of September, 2005.



Judy A. Baldwin
Notary Public
My commission expires

JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 2/01/2010

ASSIGNEE:
ORIX FINANCIAL SERVICES, INC.

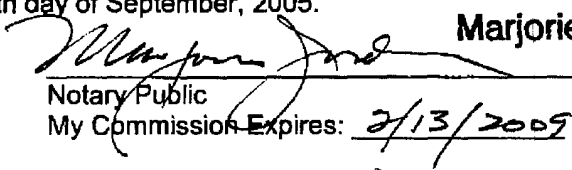
By: 

Mark A. Kassis
Senior Vice President

STATE OF GEORGIA)
COUNTY OF COBB) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Mark A. Kassis, Senior Vice President of ORIX Financial Services, Inc. a New York corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at
this 30th day of September, 2005.


Notary PublicMy Commission Expires: 2/13/2009

Marjorie Jordan

EXHIBIT A


The following Plate C 52'6" 100 Ton Cushioned Boxcars with Sliding Double Doors:

<u>Count</u>	<u>Car Initial</u>	<u>Car Number</u>	<u>Count</u>	<u>Car Initial</u>	<u>Car Number</u>
1	MDW	7100	51	MDW	7155
2	MDW	7101	52	MDW	7156
3	MDW	7103	53	MDW	7157
4	MDW	7104	54	MDW	7158
5	MDW	7105	55	MDW	7160
6	MDW	7106	56	MDW	7161
7	MDW	7107	57	MDW	7162
8	MDW	7109	58	MDW	7163
9	MDW	7110	59	MDW	7164
10	MDW	7112	60	MDW	7165
11	MDW	7113	61	MDW	7166
12	MDW	7114	62	MDW	7167
13	MDW	7115	63	MDW	7168
14	MDW	7116	64	MDW	7169
15	MDW	7117	65	MDW	7170
16	MDW	7118	66	MDW	7171
17	MDW	7119	67	MDW	7172
18	MDW	7120	68	MDW	7173
19	MDW	7121	69	MDW	7174
20	MDW	7122	70	MDW	7175
21	MDW	7123	71	MDW	7176
22	MDW	7124	72	MDW	7177
23	MDW	7125	73	MDW	7178
24	MDW	7126	74	MDW	7179
25	MDW	7127	75	MDW	7180
26	MDW	7128	76	MDW	7181
27	MDW	7129	77	MDW	7182
28	MDW	7130	78	MDW	7183
29	MDW	7131	79	MDW	7184
30	MDW	7133	80	MDW	7185
31	MDW	7134	81	MDW	7186
32	MDW	7135	82	MDW	7187
33	MDW	7136	83	MDW	7188
34	MDW	7137	84	MDW	7189
35	MDW	7138	85	MDW	7190
36	MDW	7139	86	MDW	7192
37	MDW	7140	87	MDW	7193
38	MDW	7141	88	MDW	7194
39	MDW	7142	89	MDW	7195
40	MDW	7143	90	MDW	7196
41	MDW	7145	91	MDW	7197
42	MDW	7146	92	MDW	7198
43	MDW	7147	93	MDW	7199
44	MDW	7148	94	MDW	7200
45	MDW	7149	95	MDW	7201
46	MDW	7150	96	MDW	7202
47	MDW	7151	97	MDW	7203
48	MDW	7152	98	MDW	7204
49	MDW	7153			
50	MDW	7154			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: September 30, 2005



Robert W. Alvord